

PART 2A OF FORM ADV FIRM BROCHURE

TRIGRAN INVESTMENTS, INC.

630 Dundee Road, Suite 230
Northbrook, IL 60062
Phone Number: 847-656-1640
Fax Number: 847-656-0060
Brad@trigraninc.com

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This brochure ("Brochure") provides information about the qualifications and business practices of Trigran Investments, Inc. If you have any questions about the contents of this Brochure, please contact us at 847-656-1640. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Trigran Investments, Inc. is a registered investment adviser. Registration of an investment adviser with the SEC or any state securities authority does not imply any level of skill or training.

Additional information about Trigran Investments, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 - Material Changes

There have been no material changes since the last annual update of our Brochure dated March 20, 2018.

Trigran routinely makes changes throughout its Brochure to improve and clarify the descriptions of its business practices and compliance policies and procedures or in response to evolving industry and firm practices. In this year's Brochure the following Items have been updated, in addition to certain other immaterial changes and/or conforming changes related thereto:

Item 4: Updated to reflect regulatory assets under management as of December 31, 2018.

Item 8: Updated to reflect additional risk factors associated with making an investment.

Item 11: Updated to clarify certain compliance policies and procedures.

Item 13: Updated to clarify client reporting.

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Item 4 – Advisory Business

Trigran Investments, Inc. (“Trigran” or “we”) is an Illinois corporation that was formed in 1992. Trigran manages concentrated long-only portfolios of publicly-traded small-capitalization stocks for private funds, high net worth individuals, family offices and institutions. We are a fundamentally-focused, research-intensive firm that employs a very long-term oriented buy and hold approach to investing. The owners of Trigran, through trusts or individually, are Douglas Granat, Lawrence Oberman, Steven Simon, Steven Monieson and Bradley Simon (collectively, the “Principals”).

Trigran provides investment advisory services to Trigran Investments, L.P. (“Trigran I”), Trigran Investments, L.P. II (“Trigran II” and together with Trigran I, the “Partnerships”) and the owners of a limited number of separately managed accounts (“managed account clients”). Trigran I was started on August 1, 1991 and Trigran II was started on January 1, 2005. Trigran, together with its affiliate Trigran Holdings LLC (“Trigran Holdings”), are the general partners of the Partnerships. Unless the context otherwise requires, references herein to “clients” mean the Partnerships together with our managed account clients.

The Partnerships are private investment partnerships that seek to maximize total return for each of their respective partners (the “Partners”) primarily through capital appreciation of their investments. Trigran’s primary goal for the Partnerships is to produce long-term positive returns in excess of the Russell 2000 Index. The investment strategy of the Partnerships is to invest in, hold, sell and trade equity securities. The primary focus of the Partnerships is to invest in a small group of “buy and hold” core positions that represent a significant portion of each Partnership’s assets. Historically, these investments have been primarily in publicly-traded companies with total market capitalizations of less than \$3.5 billion, though the Partnerships do from time to time invest in medium and/or large-capitalization companies, and such investments may be made for short-term or long-term investment horizons, may be on a leveraged or unleveraged basis, and may consist of long or short positions. The Partnerships are also permitted to invest in a variety of assets besides equities including bonds, notes, warrants, puts and calls, cash equivalents and other public or private securities and instruments. Each Partnership is managed in a substantially similar manner and we expect their returns to continue to track closely over time.

The owners of our separately managed accounts are sophisticated institutions and family offices. The investment strategy of our separately managed accounts is memorialized in each managed account client’s agreement with Trigran, but in general the strategy is substantially similar to the investment strategy of the Partnerships.

Trigran does not tailor its advisory services to the individual needs of the Partners of the Partnerships. Restrictions on investing in certain types of securities, if any, are set forth in the governing documents of the Partnerships (the “Offering Documents”). Except for a limitation on private company investments, there are no limitations or restrictions on a Partnership’s investments with respect to diversification or as to the types of securities which a Partnership holds, buys or sells.

Certain of Trigran's managed account clients do have predetermined limitations and/or restrictions on the types or quantities of securities that Trigran may purchase on their behalf, and we tailor our services to satisfy those requirements in the manner set forth in our agreements with such managed account clients.

Trigran does not participate in wrap fee programs.

As of December 31, 2018, Trigran managed \$674,900,000 of client assets on a discretionary basis and none on a non-discretionary basis.

Item 5 – Fees and Compensation

We are compensated for advisory services in the manner set forth in our written agreements with our clients, as explained more fully below and in Item 6 of this Brochure.

Management Fees

Trigran charges each Partnership a management fee equal to 0.125% per month (1.5% annually) of the net assets of each Partnership (the "Management Fee"), and is attributable to each Partner's pro rata ownership percentage of the Partnership's net assets. Trigran determines the net assets of each Partnership at the beginning of each calendar month, and the Management Fee earned by Trigran in a quarter is wired to Trigran by each Partnership in arrears. In the unlikely event Trigran was to allow a Partner to redeem its interest prior to the end of a quarter, Trigran will pro-rate the Management Fee attributable to such Partner.

Trigran may reduce or waive entirely its Management Fee with respect to any of its Partners. To date, Trigran has not reduced or waived its Management Fee with respect to any Partner and does not expect to do so in the future. All Partners, including Trigran's Principals and members of their families, pay the same Management Fee percentage.

Management fees from separately managed accounts are negotiated and calculated on a client by client basis as memorialized in each managed account client's agreement with Trigran. In the event installments of the management fee for a managed account client become payable for any period other than a full performance period, Trigran will adjust the management fee on a pro rata basis according to the actual number of days in the period. Trigran does not deduct management fees from its clients' separately managed accounts. Instead, Trigran sends an invoice to its managed account clients who then pay the management fees by check or wire transfer in arrears.

Performance-Based Fees

An affiliate of Trigran, Trigran Holdings, receives a performance-based, profit allocation from the Partnerships in an amount equal to 10% of new trading profits as described in Item 6 of this Brochure.

Performance-based fees from separately managed accounts (“Performance Fees”) are negotiated and calculated on a client by client basis as memorialized in each managed account client’s agreement with Trigran. Trigran does not deduct Performance Fees from its clients’ separately managed accounts. Instead, Trigran sends an invoice to its managed account clients who then pay the Performance Fees by wire transfer in arrears.

Ongoing Expenses

In addition to management fees and performance-based fees, Trigran allocates ongoing expenses to the Partnerships and its managed account clients in accordance with the Offering Documents of the Partnerships and each managed account client’s agreement with Trigran.

In that regard, each Partnership pays all of its ongoing legal, insurance and outside accounting (including tax form preparation) and auditing expenses. Such expenses are allocated to each Partner in proportion to its ownership percentage of the net assets of the applicable Partnership. In addition, each Partnership and managed account client bears all expenses arising out of transactions executed on their behalf, including brokerage commissions, custodian fees and other transaction costs as described in Item 12 of this Brochure.

Trigran’s Partners and managed account clients do not pre-pay any of our fees.

Neither Trigran nor its supervised persons receive compensation for the sale of securities or other investment products.

Item 6 – Performance-Based Fees and Side-by-Side Management

Trigran Holdings receives a performance-based, profit allocation determined and allocated on an annual basis equal to 10% of New Trading Profits (as defined in the Partnerships’ Offering Documents as profit in a particular year in excess of a “high-water mark”) experienced by each Partner’s capital account in such year (the “Incentive Allocation”). The Incentive Allocation is determined on an annual basis, but accrues monthly for the purpose of reporting net asset value.

When computing the Incentive Allocation, Trigran Holdings only receives an Incentive Allocation with respect to a Partner’s capital account if the Partnership has recouped all prior losses with respect to such Partner’s capital account (i.e., the capital account is at a “high water mark”). Incentive Allocations are not repayable, however, if the value of the net assets represented by the Partner’s capital account to which any such Incentive Allocation has been made subsequently declines. This could result in substantial Incentive Allocations being made to Trigran Holdings despite the fact that an overall decline in net assets has occurred.

Trigran Holdings establishes its right to receive an Incentive Allocation at the time the relevant investment account in the Partnership is opened. Trigran Holdings may reduce or waive entirely its Incentive Allocation with respect to any of its Partners. To date, Trigran Holdings has not reduced

or waived its Incentive Allocation with respect to any Partner and does not expect to do so in the future. All Partners, including Trigran's Principals and members of their families, pay the same Incentive Allocation percentage.

As described in Item 5 of this Brochure, performance-based fees from separately managed accounts are negotiated and calculated on a client by client basis as memorialized in each managed account client's agreement with Trigran.

Potential Conflicts of Interest

Performance-based fees create an incentive to favor client accounts that pay such fees over those that do not. They may also create an incentive for Trigran to make investments that are riskier or more speculative than would be the case in the absence of performance-based fees. Because performance-based fee arrangements are based on unrealized appreciation as well as realized gains, the Incentive Allocation or Performance Fees may be allocated or paid based on positions that were profitable after they were initiated but unprofitable when eventually liquidated. Trigran has policies and procedures in place to ensure that all clients are treated fairly and to prevent these conflicts of interest from influencing the allocation of investment opportunities among clients. Trigran also believes that such risks are sufficiently mitigated as (i) any such risks would be equally applicable to Trigran's and its affiliates' and Principals' own capital accounts in the Partnerships and (ii) any losses sustained would reduce the amounts of our Incentive Allocation and Performance Fees.

A more complete discussion of potential conflicts of interest specific to an investment is set forth in the Offering Documents of the Partnerships.

Item 7 – Types of Clients

Trigran provides investment advisory services to Trigran I, Trigran II and the owners of a limited number of separately managed accounts.

Trigran I and Trigran II are private investment partnerships that are excluded from registration as privately offered funds pursuant to Section 3(c)(1) and Section 3(c)(7), respectively, of the Investment Company Act of 1940. Interests in the Partnerships are offered only by the delivery of the Offering Documents to prospective Partners who meet the relevant investor eligibility requirements (i.e., certain suitability and net worth qualifications). Please see the Offering Documents for more information on the investor eligibility requirements for the Partnerships.

Partners and managed account clients typically consist of high net worth individuals, family offices, profit sharing and retirement plans, trusts, endowments, estates, retirement accounts, corporations and other business entities and institutions. In addition, employees of Trigran and their family members are also Partners. All of Trigran's clients are domiciled in the United States.

The minimum investment amount in the Partnerships is \$500,000. Trigran may lower the minimum investment amount and has in its discretion accepted lower amounts. The minimum investment for

a separately managed account is determined by Trigran based on a variety of factors, including the client's desire for account customization, reporting requirements, capacity and similar factors.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

As described in Item 4 of this Brochure, Trigran's investment strategy is to invest in, hold, sell and trade equity securities for the Partnerships and our managed account clients. A significant portion of each Partnership's and managed account client's assets are, and are expected to remain, invested in equity securities of approximately seven to ten companies which constitute our core positions. Historically, these investments have been primarily in publicly-traded companies with total market capitalizations of less than \$3.5 billion, however, from time to time we have invested in larger publicly-traded companies as well. While the anticipated holding period for these investments is three to five years, they may be held for shorter or longer time periods depending on the circumstances. As additional capital becomes available, Trigran may increase or decrease holdings in existing positions or may add to, or subtract from, the number of core positions.

Trigran looks to invest in public companies trading at sizable discounts to their intrinsic values. To calculate a company's intrinsic value, Trigran analyzes the company's financial statements, competitive position, expected future cash flows, and management strength. We also expect these same companies to grow their revenue and cash flows substantially over time. Our goal is to exit positions when their price exceeds intrinsic value by some margin, better investment opportunities are found, or our portfolio companies are acquired.

In evaluating and selecting investments Trigran uses a predominately fundamental approach. Before a material investment is made in a core position company, Trigran conducts extensive research on the company. The general characteristics Trigran seeks in core position companies include: (i) a sustainable competitive advantage; (ii) capable, owner-oriented management; (iii) high returns on invested capital; (iv) strong current or expected free cash flow; (v) understandable businesses; (vi) reliable and recurring revenue streams; (vii) a well-capitalized balance sheet; and (viii) reasonable growth prospects.

Trigran intends to take long positions in, and options on securities of, companies Trigran believes to be undervalued. Although not presently contemplated, Trigran may take a relatively limited number of short positions in, and options on, securities of companies Trigran believes to be overvalued for the Partnerships. Trigran may also from time to time purchase debt securities and use leverage to increase the net assets of the Partnerships. The Partnerships do not currently have any short positions and are not using any leverage.

Material Risks

The material risks related to Trigran's methods of analysis and investment strategy are described below.

The risk factors listed below do not encompass all the risks associated with an investment in a Partnership or a separately managed account. Please see the Offering Documents for more information on the risks associated with an investment and to ensure that you are aware of all such risks and costs involved in such an investment.

The primary risks associated with Trigran's methods of analysis and investment strategy include the following:

Market Risk

Trigran's trading and investment strategies are subject to market risk. There can be no assurance that what is perceived as an investment opportunity will not, in fact, result in substantial losses. The Partnerships and our clients' separately managed accounts can only be successful if Trigran is able to invest and trade successfully, and there can be no assurance that this will be the case.

Limited Capitalization Companies

Trigran invests a meaningful portion of the Partnerships' and our managed account clients' assets in the securities of companies with limited market capitalizations (i.e., small-capitalization companies). While Trigran believes these companies often provide significant potential for appreciation, these securities involve higher risks in some respects than do investments in securities of larger companies. For example, stock prices of small-capitalization companies are often more volatile and vulnerable to adverse business and economic developments than those of medium-capitalization companies and large-capitalization companies. The risk of bankruptcy or insolvency of many smaller capitalized companies is higher than for larger, "blue-chip" companies. In addition, due to thin trading in certain small-capitalization securities, an investment in those securities may be less liquid than investments in larger companies, making it more difficult to buy and sell such securities.

No Formal Diversification Policies

Except with respect to investments in private companies for the Partnerships and restrictions set forth in a managed account client's agreement with Trigran, Trigran is not restricted as to the percentage of each client's assets that may be invested in any particular instrument or market. Likewise, the Partnerships and certain managed account clients have not adopted fixed guidelines for diversification of its investments among issuers, industries, instruments or markets and may be heavily concentrated in a limited number of positions at any time. In attempting to maximize returns, Trigran may concentrate holdings in those industries, companies, instruments or markets which, in the sole judgment of Trigran, provide the best profit opportunity in view of the respective investment objectives of the Partnerships and our managed account clients.

Investments in Equity Securities

Common stock and similar equity securities generally represent the most junior position in an issuer's capital structure and, as such, generally entitle holders to an interest in the assets of the issuer that remain after all more senior claims to such assets have been satisfied. Holders of common

stock generally are entitled to dividends only if and to the extent declared by the governing body of the issuer out of income or other assets available after making interest, dividend and any other required payments on more senior securities of the issuer.

Investments in Thinly Traded and Illiquid Securities

Trigran periodically invests in thinly traded and/or illiquid securities on behalf of the Partnerships and certain managed account clients. As a result, the Partnerships and our managed account clients may be required to hold such securities despite an adverse price movement and might only be able to liquidate these positions at disadvantageous prices should Trigran determine, or it become necessary, to do so.

Restricted Liquidity

From time to time, the Partnerships and certain managed account clients may hold investments that Trigran is unable to value with any reasonable degree of certainty or which Trigran may deem illiquid. Liquidation of these investments may be limited by contractual or legal restrictions or by Trigran's determination that such liquidation would not be in the best interests of the Partnerships, our Partners, or our separately managed account clients. If a Partner requests a withdrawal from a Partnership during a period when such an investment is perceived by Trigran to be illiquid, or unable to be liquidated at a value that Trigran determines to be "fair value," Trigran will unilaterally determine the value of such investment. Trigran may defer payments of withdrawals to Partners for an indeterminate period of time and reserves the right to effect a withdrawal of a Partner's capital account by distribution of securities in-kind. To date, we have never deferred payments of withdrawals to Partners or made a distribution of securities to effect a withdrawal of capital.

Leverage

The Partnerships are not currently using leverage but may do so in the future. If a Partnership uses leverage, it may borrow in the normal course of its trading on both a secured and unsecured basis. The cumulative effect of a Partnership's use of leverage in a market that moves adversely to the Partnership's investments could result in a loss that would be greater than if leverage were not employed.

Derivative Instruments

From time to time the Partnership and certain separately managed accounts may trade derivative instruments, such as options and interest-rate and equity swaps, for various hedging and/or speculative purposes. The use of derivative instruments involves a variety of material risks. These risks include the extremely high degree of leverage which can be embedded in such instruments. The pricing relationships between derivatives and the underlying instruments on which they are based also may not conform to anticipated or historical correlation patterns, resulting in unanticipated losses. In addition, some of the derivatives that may be traded by Trigran are over-the-counter instruments. The risk of counterparty nonperformance can be significantly greater in over-the-counter instruments than in exchange-traded derivative instruments.

Counterparty Risk

The Partnerships and our separately managed accounts are subject to the risk that the brokers and counterparties with whom we execute transactions may default. The default by an exchange, clearinghouse or counterparty with whom we trade could result in material losses.

Suspensions of Trading

Securities exchanges typically have the right to suspend or limit trading in any instrument traded on the exchange. A suspension would render it temporarily or permanently impossible to liquidate positions and could thereby expose our clients to losses.

Securities Lending

The Partnerships may lend and borrow securities in the ordinary course of its business to and from third parties. In the event that a Partnership were to engage in securities lending, the Partnership would be exposed to the risk that the third parties that borrow such securities might not be able to return them on demand or make the required payment obligations to the Partnership. This could cause a Partnership to default on its obligations to other parties or to be unable to exercise voting or other rights with respect to such securities.

Market Disruptions

Domestic and international markets in the past have experienced periods of acute stress. This stress resulted in unusual and extreme volatility in the equity markets and in the prices of individual stocks. In some cases, the prices of stocks of individual companies declined sharply even though a corresponding degradation in the financial conditions or prospects of that company was not apparent. These market conditions could re-occur which may increase the risk of short-term volatility of our holdings.

Cybersecurity

Trigran, our service providers and other market participants increasingly depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect the Partnerships, our Partners and/or our managed account clients, despite the efforts of Trigran and its service providers to adopt technologies, processes and practices intended to mitigate these risks. For example, unauthorized third parties may attempt to improperly access, modify, disrupt the operations of, or prevent access to the systems of Trigran, our service providers, custodians, counterparties or to the data within these systems. Third parties also may attempt to fraudulently induce employees, customers, service providers or other users of Trigran's systems to disclose sensitive information in order to gain access to Trigran's and service providers' data and systems. Such incidents could cause regulatory penalties, reputational damage, additional compliance costs or financial loss. Similar types of operational and technology risks are also present for the companies in which we invest.

There can be no assurance that the methods of analysis and investment strategy described above will be successful. Investing in securities involves risk of loss, including the possibility of a complete loss of the amount invested, that Partners and managed account clients should be prepared to bear.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary event that would be material to a client's or prospective client's evaluation of Trigran or the integrity of our management. Trigran has no disclosures applicable to this Item 9.

Item 10 – Other Financial Industry Activities and Affiliations

Neither Trigran nor its management persons are registered, or has an application pending to register, as a broker-dealer or a registered representative of a broker-dealer, or as a futures commission merchant, a commodity pool operator, a commodity trading adviser, or an associated person of the foregoing entities.

Except as described in this Item 10, neither Trigran nor its management persons have any relationship or arrangement with any of the following types of related persons: (i) a broker-dealer, municipal securities dealer, or government securities dealer or broker; (ii) an investment company or other pooled investment vehicle; (iii) an other investment adviser or financial planner; (iv) a futures commission merchant, commodity pool operator, or commodity trading adviser; (v) a banking or thrift institution; (vi) an accountant or accounting firm; (vii) a lawyer or law firm; (viii) an insurance company or agency; (ix) a pension consultant; (x) a real estate broker or dealer; or (xi) a sponsor or syndicator of limited partnerships.

One of our management persons, Douglas Granat, serves as a non-director member of the Investment Policy Committee of the University of Colorado Foundation ("UCF").

Mr. Granat is also a minority owner and member of the investment committee of an unaffiliated investment adviser based in Chicago, Illinois ("Unaffiliated Chicago Adviser"), receives compensation for serving in that role, and has an investment in the fund that the Unaffiliated Chicago Adviser advises. In addition, one of our managed account clients has an investment in a Trigran Partnership and the fund advised by the Unaffiliated Chicago Adviser, and certain advisory affiliates of the Unaffiliated Chicago Adviser (including the fund it advises) are Partners in a Trigran Partnership.

An affiliate of Trigran, Trigran Ventures, LLC, is a passive, minority owner of an unaffiliated investment adviser based in New York, New York ("Unaffiliated New York Adviser"). None of our management persons or affiliates serve on the investment committee of the Unaffiliated New York Adviser or have invested in the funds it advises.

The above relationships are not material to Trigran's advisory business or clients and, in light of the very different investment activities conducted by Trigran, UCF and the Unaffiliated Advisers, we do not believe they pose any material conflict of interest with our clients.

Trigran has and will continue to develop relationships with professionals who provide services it does not provide, including legal, accounting/tax form preparation, auditing, banking, insurance brokerage and other services. Trigran does not believe that any of these relationships have or will create a material conflict of interest with our clients.

Except as described herein, Trigran does not recommend or select other investment advisers for our clients.

Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading

Code of Ethics

Trigran has adopted a Code of Ethics ("Code") that sets forth standards of conduct required of Trigran and its personnel that is based on principles of openness, honesty, integrity and trust. The Code includes provisions, among others, relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts, and personal securities trading procedures and reporting. All supervised persons at Trigran must acknowledge the terms of the Code at least annually.

The responsibilities of Trigran's Chief Compliance Officer include overseeing the regular monitoring and verification of compliance of covered persons with the requirements of the Code and reporting material violations to Trigran's senior management. Employees are required to promptly report to the Chief Compliance Officer any violations of the Code of which they become aware. Employees of Trigran who violate the Code are subject to remedial actions including suspension of personal trading privileges or termination of employment in the case of certain types of violations.

Trigran's Partners and managed account clients (and prospective Partners and managed account clients) may request a copy of Trigran's Code of Ethics by contacting us at Brad@trigraninc.com or 847-656-1640.

Participation or Interest in Client Transactions

Trigran anticipates that, in appropriate circumstances and consistent with its clients' investment objectives, it will cause accounts over which Trigran has management authority to effect, and may recommend to clients or prospective clients, the purchase or sale of securities in which Trigran, its affiliates and/or clients have a position of interest, including the funds that the Unaffiliated Advisers referenced in Item 10 of this Brochure advise. Trigran's personnel are required to follow its Code of Ethics and other compliance policies in these circumstances, as described below. Prior to

recommending or introducing a Partner or managed account client to an Unaffiliated Adviser, we fully disclose the nature of our relationship with the Unaffiliated Adviser.

We do not engage in principal transactions for ourselves or our affiliates or cause two or more clients to engage in cross transactions with each other.

Conflicts of Interest

The Offering Documents contain a complete description of what Trigran believes to be the most significant conflicts of interest associated with an investment in a Partnership. Some of these conflicts are summarized below and in Item 6 of this Brochure; however, this summary does not attempt to describe all the conflicts of interest associated with an investment in a Partnership or separately managed account.

Current and prospective Partners and managed account clients should carefully consider the conflicts of interest set forth herein and in the Offering Documents prior to making an investment.

Trigran and its Principals concurrently advise the Partnerships and its managed account clients. The Partnerships' and separately managed accounts' fee structures and other features differ from one another, and one structure could be viewed to be more beneficial to Trigran than another. Although Trigran is committed to treating all accounts fairly, Trigran may have an incentive to favor accounts with more beneficial fee structures. In addition, there can be no assurance that the advice to a managed account client will be either the same or different from the advice rendered to the Partnerships. While Trigran manages the Partnerships substantially in parallel with each other and certain managed accounts, due to a variety of factors such as differing commencement dates, capital activities, fee structures and other contract provisions, the portfolio composition (and therefore the performance) of the Partnerships and our separately managed accounts may differ.

Trigran and our Principals, employees and affiliates have invested directly in the Partnerships as Partners. Trigran may charge such Partners lower fees (and possibly no fees) than other Partners. Historically, however, Trigran has not reduced or waived fees with respect to any of its Partners and does not expect to do so in the future. The significant collective investment of Trigran and its Principals, employees and affiliates in the Partnerships, and our receipt of management and performance fees from our separately managed accounts align, to a great extent, the interests of Trigran and our Partners and managed account clients.

Each Partnership's Partners may include persons or entities resident in various jurisdictions, including the United States and other countries, which may have conflicting investment, tax and other interests with respect to their investments in a Partnership. The conflicting interests of individual Partners may relate to or arise from, among other things, the nature of investments made by each Partnership, the timing of the acquisition of investments and the timing of the disposition of investments. As a consequence, conflicts of interest may arise in connection with decisions made by

Trigran that may be more beneficial for one Partner than another Partner, especially with respect to Partners' individual tax situations. Trigran considers the investment and tax objectives of each Partnership as a whole, and not the individual investment, tax or other objectives of any particular Partner.

In the event that we encounter what we determine to be an actual conflict of interest in connection with a Partnership or separately managed account, Trigran will take necessary and appropriate actions, within the context of the applicable governing documents of our clients, to ameliorate the conflict. There can be no assurance that all conflicts of interest will be successfully resolved.

Personal Trading

Subject to satisfying Trigran's Code and applicable laws, Trigran and its personnel on rare occasions own or trade for their own accounts securities that are recommended to or purchased for Trigran's clients (including the Partnerships). Trigran and its personnel also own or trade for their own accounts securities that are not recommended to or purchased for Trigran's clients. The Code is designed to assure that the personal securities transactions, activities and interests of Trigran and its personnel will not interfere with making decisions that are in the best interests of Trigran's clients while, at the same time, allowing Trigran and its personnel to invest for their own accounts.

Employee trading is monitored under the Code to reasonably prevent conflicts of interest between Trigran and its clients. Among other procedures, Trigran personnel are required to submit to the Chief Compliance Officer pre-clearance reports for Reportable Securities (as defined in the Code), quarterly reports of securities transactions, and personal holdings reports. The Code also contains timing and other restrictions on transactions, including outright prohibition of transacting in securities on our restricted list. Covered transactions of the Chief Compliance Officer will be approved by another officer of Trigran. Under the Code, transacting in certain classes of securities have been designated as exempt based upon a determination that these transactions would not materially interfere with the best interests of Trigran's clients.

Item 12 – Brokerage Practices

Trigran has complete authority over the selection of brokers used by the Partnerships and most of our separately managed accounts. When we select brokers to execute client transactions, we consider a variety of factors in order to obtain "best execution." The main factors we consider when selecting brokers are cost, execution capabilities, market knowledge, financial condition and familiarity with the sources from whom and to whom particular securities might be bought or sold. Trigran is under no obligation to deal with any particular broker, and orders for investments are placed with a number of brokers. In selecting brokers, Trigran does not consider whether Trigran or a related person receives client referrals from a broker or third party.

The securities transactions executed by the Partnerships and most of our separately managed accounts are transacted through brokers selected by Trigran on terms negotiated with each broker

individually. In certain of our other separately managed accounts the client selects the broker to effect transactions. In such cases, Trigran may be unable to achieve the most favorable execution of client transactions, which may result in costing the managed account client more money. For example, the managed account client may pay higher commissions because we may not be able to aggregate offers to reduce transaction costs or the managed account client may receive less favorable prices.

In selecting brokers to effect portfolio transactions, Trigran partially considers the research services each broker provides. Such services generally may be of benefit to clients but may not directly relate to transactions executed on their behalf. We do not attempt to put a specific dollar value on the services rendered or to allocate the relative costs or benefits of those services among clients as we believe that the research we receive will help us to fulfill our overall duty to our clients. Accordingly Trigran may, at times, be deemed to be paying for research and other products or services with “soft” or commission dollars. If Trigran determines in good faith that the amount of transaction costs imposed by a broker is reasonable in relation to the value of the research services it provides, Trigran could have an incentive to incur transaction costs in an amount greater than the amount that might be incurred if another brokerage firm were used. Research services provided to Trigran include research reports on particular industries and companies, financial projections, economic surveys and analyses, recommendations as to specific securities and related services. Trigran believes that in all cases such services will not fall outside the safe harbor established by Section 28(e) of the Securities Exchange Act of 1934.

Each Partnership has, and is expected to continue, to own the same securities as the other. Certain separately managed accounts also own many of the same securities as the Partnerships. Accordingly, the Partnerships and such managed accounts when applicable will trade securities on an aggregated basis when consistent with Trigran’s obligation of best execution. In such circumstances, the accounts share commission costs equitably and receive or sell securities at a total average price. Completed and partially filled orders are generally allocated to accounts pro-rata based on assets under management, subject to minimum share order quantities and other appropriate factors such as the leveling of accounts, client tax profiles and the timing of capital flows.

Item 13 – Review of Accounts

Trigran regularly reviews the accounts of the Partnerships and its managed account clients. On the morning of each business day, Trigran’s Chief Compliance Officer or his designee reviews each Partnership’s prime brokerage account statement to ensure that the prime broker’s records conform to the information contained in each Partnership’s books and records. The Chief Compliance Officer reviews the statements of certain managed accounts daily and others at least monthly.

On a monthly basis, Trigran’s Chief Compliance Officer formally reconciles each Partnership’s and managed account client’s books and records, reviews client and Partner accounts and the balances

thereof, and prepares a number of reports. These reports include portfolio appraisals, gain and loss reports, income and expense reports, purchase and sale reports, and performance reports.

On a quarterly basis, Trigran provides each Partner with a written report that contains the Partnership's unaudited financial statements, its individual statement of capital and a letter covering a broad range of topics including recent and historical performance information of the Partnerships. Trigran provides managed account clients with written reports on a monthly or quarterly basis. The timing and contents of these reports are memorialized in each managed account client's agreement with Trigran.

On an annual basis, Trigran provides each Partner with audited financial statements (prepared in accordance with U.S. GAAP) of the applicable Partnership within 120 days after the end of the calendar year.

All of the foregoing reports are mailed and/or delivered electronically.

Partners and managed account clients periodically request information pertaining to their investments. In answering such requests, Trigran provides information that is not generally made available to those who have not requested such information. Additionally, upon request, certain Partners and managed account clients may receive additional information and reporting that others may not receive. Trigran also has contact with Partners and managed account clients (personal visits, telephone and/or email) throughout the year as conditions warrant.

Item 14 – Client Referrals and Other Compensation

Trigran does not receive an economic benefit from non-clients for providing investment advice or other advisory services to Partners or clients. Likewise, Trigran and its related persons do not compensate any person for referrals of clients or potential new partners for the Partnerships.

Item 15 – Custody

Because we are a general partner of the Partnerships, we are deemed to have custody of the cash and securities of the Partnerships under the applicable rules of the Advisers Act. At the present time, substantially all of the cash and securities of the Partnerships are held at Wells Fargo Securities, LLC. On an annual basis, an independent PCAOB-approved accounting firm audits the financial statements of the Partnerships in accordance with U.S. GAAP and we distribute the audited financial statements to all Partners within 120 days after the end of the calendar year.

Trigran does not have custody of any managed account client's cash, bank accounts or securities. The assets of managed account clients are held at banks or brokerage firms selected by the managed account client, none of which are affiliated with Trigran or its related persons.

Item 16 – Investment Discretion

We provide investment advice directly to the Partnerships and managed account clients and not to Partners in the Partnerships individually.

Trigran has full discretionary investment authority to manage investments on behalf of the Partnerships and to determine the amount of such investments to be bought and sold. Prior to becoming a Partner, all prospective Partners are presented with and sign the applicable Partnership's subscription agreement and related documents. A prospective Partner's execution of a Partnership's subscription agreement constitutes its execution of the Partnership's governing documents. Such documents contain a power of attorney that grants Trigran and its management persons with the authority necessary or appropriate to carry out their provisions. Once the prospective Partner executes the governing documents, Trigran is not required to contact the Partner prior to transacting business.

Prior to being appointed as the investment adviser to a managed account client, Trigran and the managed account client enter into a written agreement that sets forth the objectives of the client and any limitations on Trigran's discretionary investment authority over its assets. Such limitations vary based upon the objectives and requirements of the managed account client.

Item 17 – Voting Client Securities

Trigran has adopted proxy voting policies and procedures that comply with Rule 206(4)-6 of the Advisers Act ("Proxy Policy").

Trigran votes proxies on behalf of the Partnerships in a timely manner and makes voting decisions that are in the best interests of the Partnerships. Individual Partners cannot direct how Trigran votes proxies and Trigran is not required to seek Partner approval or direction when voting proxies.

Managed account clients generally receive their proxies or other solicitations directly from their custodians (or their proxy vendors). Trigran is not authorized or obligated to vote proxies on behalf of managed account clients unless specifically directed to do so in the client's agreement with Trigran (in which case Trigran will vote proxies that are in the managed account client's best interest pursuant to the Proxy Policy or as set forth in the client's agreement with Trigran).

In the unlikely event a conflict of interest arises between Trigran and a client with respect to voting their securities, Trigran generally will vote in favor of proxy proposals that enhance the independence of board membership, against measures that promote anti-takeover defenses, and for incentive compensation that would align management interests with shareholder interests. Corporate governance issues, however, are diverse and continually evolving and the above generalizations may not be relevant in some circumstances. In such cases, Trigran will review the specific facts of each proposal and vote in a manner that would serve the best interests of all its clients.

Trigran's Partners and managed account clients may request a copy of Trigran's proxy voting records, free of charge, by sending us a request at Brad@trigraninc.com or 847-656-1640. They may also obtain a copy of our Proxy Policy, free of charge, upon request and may contact us with questions about a particular proxy solicitation.

Item 18 – Financial Information

We are not aware of any financial condition reasonably likely to impair our ability to meet contractual and fiduciary commitments to clients or prospective clients. We do not require or solicit prepayment of fees and have never been the subject of a bankruptcy petition.